



Terms of Reference of the Regional Reputational Risk Committee Americas ("Committee")

Deutsche Bank AG

(As of April 20, 2017)

1. Scope and responsibilities

1.1 Mission

The Committee was first established on January 1, 2010 by the Americas Regional Governance Board. Its terms of reference ("ToR") are now being revised by the Group Reputational Risk Committee ("Delegating Person").

Its mandate is to ensure the oversight, governance and coordination of the Reputational Risk management in the Americas Region of Deutsche Bank Group on behalf of the Management Board and to provide for an appropriate look-back and a lessons learnt process.

The authority being delegated herewith to the Committee had been originally delegated, indirectly, to the Delegating Person by the Management Board. The Committee's delegation chain can be found in Annex 1.

The Chairperson is empowered to set up the structure of the Committee, including its membership, taking into account its aim and tasks as set forth herein.

The Committee and its Members shall exercise the Committee's mandate in due consideration of Deutsche Bank's Values & Beliefs.

1.2 Tasks and responsibilities

The Committee is tasked by the Delegating Person with the following responsibilities:

(i) Decision-making responsibilities:

To review, decide / approve, manage in a diligent manner and monitor all Reputational Risk issues reported / escalated by the Units¹ to the

¹ The term „Unit“ collectively refers to Business Divisions, Infrastructure Functions and Regional Management at all levels.